

Chapman and Cutler LLP

Attorneys at Law • Focused on Finance®

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January 3, 2012

RECORDATION NO. 18971-5 FILED

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

JAN 03 '12 -2 05 PM

SURFACE TRANSPORTATION BOARD

Re: TTX Company
Termination of Lease and Equipment Trust Agreement
Lease No. 42-A

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of the Termination of Equipment Trust Agreement (No. 42-A), dated as of January 3, 2012, between Wells Fargo Bank Northwest, National Association (successor to First Security Bank of Utah, National Association), not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*"), and Wells Fargo Bank, National Association (successor to First Security Bank of Idaho, National Association), not in its individual capacity, but solely as security trustee (the "*Security Trustee*").

The enclosed document relates to (a) the Lease of Railroad Equipment (No. 42-A) dated as of September 8, 1994 (as amended, modified or supplemented, the "*Lease*") between TTX Company and the Owner Trustee and (b) the Equipment Trust Agreement (No. 42-A) dated as of September 8, 1994 (as amended, modified or supplemented, the "*Equipment Trust Agreement*"), between the Owner Trustee and the Security Trustee, copies of which (or evidence thereof) were filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303 on September 8, 1994 under Recordable Numbers 18971 and 18971-B respectively. Please also note that the enclosed document relates to the Termination of Lease (No. 42-A), dated as of January 3, 2012, between Owner Trustee and TTX Company, which is being submitted for recording concurrently therewith.

Chapman and Cutler LLP

The names and addresses of the parties to the enclosed document are as follows:

**Owner Trustee: Wells Fargo Bank Northwest, National Association
Corporate Trust Services
299 South Main Street, 12th Floor
Salt Lake City, UT 84111**

**Security Trustee: Wells Fargo Bank, National Association
Corporate Trust Services
299 South Main Street, 12th Floor
Salt Lake City, UT 84111**

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

The 649 railcars as more specifically described in Schedule 1 attached hereto.

A short summary of the document to appear in the index follows:

Termination of Equipment Trust Agreement (No. 42-A).

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

**Ed Luria, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036**

Chapman and Cutler LLP

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-2977.

Sincerely,

CHAPMAN AND CUTLER LLP

By August J. Francis
August J. Francis

AJF/dk
Enclosures

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
		654060 - 654082	
		654084 - 654100	
		654102 - 654103	
		654105 - 654111	
		654139 - 654161	
		654163 - 654165	
		654167 - 654177	
		654179 - 654195	
		654197 - 654198	
		654231 - 654237	
		654240 - 654247	
		654249 - 654253	
		654255 - 654271	
		654273 - 654275	
			<hr/>
			649
			<hr/>

CASUALTIED RAILCARS

EQUIPMENT TYPE	BUILDER	CAR NUMBERS	NUMBER OF CARS
Three-unit double stack well car - DTTX	GUNDERSON	427256 427274	2
Four-unit double stack well car - DTTX	NSC	430106	1
Single unit double stack well car - DTTX	GUNDERSON	456403 456425 456431 456436 456440	5
Five-unit articulated double stack well car - DTTX	THRALL	720213	1
Five-unit all purpose articulated spine car - TTAX	TRINITY	553566 553578 553587 553758 553782 553786 553788 553840 553841 553851 553890	11
Five-unit all purpose articulated spine car - TTAX	JAC	653940 653947 653995 654025 654083 654101 654104 654162 654166 654178 654196 654238 654239 654248 654254 654272	16
TOTAL CASUALTIED RAILCARS			<hr/> 36 <hr/>
TOTAL ALL RAILCARS			<hr/> 685 <hr/>

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**TERMINATION OF EQUIPMENT TRUST AGREEMENT (No. 42-A)
(STB)**

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF EQUIPMENT TRUST AGREEMENT (No. 42-A) is made and entered into as of January 3, 2012 by and between WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (successor-in-interest to First Security Bank of Utah, National Association), not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*"), and WELLS FARGO BANK, NATIONAL ASSOCIATION (successor-in-interest to First Security Bank of Idaho, National Association), as Security Trustee (the "*Security Trustee*").

1. The Owner Trustee has entered into that certain Lease of Railroad Equipment (No. 42-A) with TTX Company dated as of September 8, 1994 (as amended, modified or supplemented, the "*Lease*"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303 on September 8, 1994 under Recordation Number 18971. The Lease was assigned to the Security Trustee by virtue of an Equipment Trust Agreement (No. 42-C) dated as of September 8, 1994 (as amended, modified or supplemented, the "*Equipment Trust Agreement*"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303 on September 8, 1994 under Recordation Number 18971-B.

2. The Equipment Trust Agreement is terminated effective as of the date hereof and Security Trustee hereby releases all of its right, title and interest in and to the railroad equipment set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION, not in its individual capacity,
but solely as Owner Trustee

By: *Michael A*
Name: Michael Arsenault
Title: Vice President

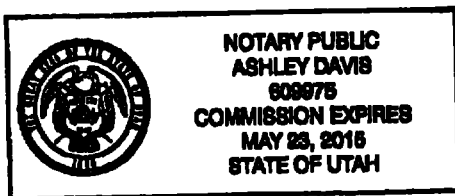
WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Security Trustee

By: *Michael A*
Name: Michael Arsenault
Title: Vice President

STATE OF Utah)
)
COUNTY OF Salt Lake) SS.:

On this, the 28th day of December, 2011, before me, a Notary Public in and for said County and State, personally appeared Michael Arsenault, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on December 28, 2011, on behalf of said trust company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



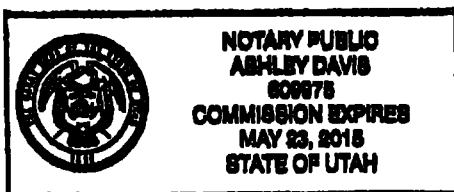
(SEAL)

A. Davis
Name: Ashley Davis
Notary Public
My Commission Expires: May 23, 2015
Residing in Utah

STATE OF Utah)
)
COUNTY OF Salt Lake) SS.:

On this, the 28th day of December, 2011, before me, a Notary Public in and for said County and State, personally appeared Michael Arsenault, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of WELLS FARGO BANK, NATIONAL ASSOCIATION, that said instrument was signed on December 28, 2011, on behalf of said trust company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

A. Davis
Name: Ashley Davis
Notary Public
My Commission Expires: May 23, 2015
Residing in Utah

EXHIBIT A
LEASE NO. 42-A

PURCHASED RAILCARS

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Three-unit double stack well car - DTTX	GUNDERSON	427248 - 427255 427257 427263 427265 - 427273 427275 - 427283	28
Four-unit double stack well car - DTTX	NSC	430104 - 430105 430107 - 430114	10
Single unit double stack well car - DTTX	GUNDERSON	456343 456350 - 456402 456404 - 456424 456426 - 456430 456432 - 456435 456437 - 456439 456441 - 456447 456500	95
Five-unit articulated double stack well car - DTTX	THRALL	720200 - 720212 720214 - 720215 720224 - 720246	38
Five-unit all purpose articulated spine car - TTAX	TRINITY	553564 - 553565 553567 - 553577 553579 - 553586 553588 - 553594 553631 - 553644 553682 - 553687 553715 - 553757 553759 - 553781 553783 - 553785 553787 553789 - 553821 553833 - 553839 553842 - 553850 553852 - 553889 553980 - 554021	247
Five-unit all purpose articulated spine car - TTAX	JAC	653923 - 653930 653935 653936 - 653939 653941 - 653946 653948 - 653961 653976 - 653994 653996 - 654024 654026 - 654028 654057 - 654058	231

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
		654060 - 654082	
		654084 - 654100	
		654102 - 654103	
		654105 - 654111	
		654139 - 654161	
		654163 - 654165	
		654167 - 654177	
		654179 - 654195	
		654197 - 654198	
		654231 - 654237	
		654240 - 654247	
		654249 - 654253	
		654255 - 654271	
		654273 - 654275	
			<hr/>
			649
			<hr/>

CASUALTIED RAILCARS

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Three-unit double stack well car - DTTX	GUNDERSON	427256 427274	2
Four-unit double stack well car - DTTX	NSC	430106	1
Single unit double stack well car - DTTX	GUNDERSON	456403 456425 456431 456436 456440	5
Five-unit articulated double stack well car - DTTX	THRALL	720213	1
Five-unit all purpose articulated spine car - TTAX	TRINITY	553566 553578 553587 553758 553782 553786 553788 553840 553841 553851 553890	11
Five-unit all purpose articulated spine car - TTAX	JAC	653940 653947 653995 654025 654083 654101 654104 654162 654166 654178 654196 654238 654239 654248 654254 654272	16
TOTAL CASUALTIED RAILCARS			36
TOTAL ALL RAILCARS			685

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated

1/3/12

Edward M Luria

Edward M. Luria